NVN
Native Village of Nuiqsut
P.O. Box 89169 * Nuiqsut, Alaska 99789 * (907) 480-3010 Phone * (907) 480-3011 Fax

RECEIVED
MAY 29 2002
BUREAU OF INDIAN AFFAIRS
OFFICE OF THE REGIONAL DIRECTOR

Tim:
A response?

May 23, 2002

Niles Cesar, Regional Director
Alaska Region, Bureau of Indian Affairs
P.O. Box 25520
Juneau, AK 99802-5520

Re: Native Village of Nuiqsut

Dear Mr. Cesar:

I am writing to follow up on our attorney's March 8, 2002 correspondence to you regarding the Native Village of Nuiqsut's Secretarial election on its Constitution, Bylaws and Charter of Incorporation. We have not heard any reply from you. The Native Village of Nuiqsut is anxious for the election to be held. I am writing to inquire about the Bureau's plan for holding Secretarial election in Nuiqsut. Please let me know about your timetable and whether there is anything we can do to move the process forward.

Very truly yours,

Zena Kasak

Zena Kasak, Tribal Administrator

cc: Kuukpik Corporation
Jerald M. Reichlin, Esq.

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TRIBAL GOVERNMENT SERVICES
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P.O. Box 89169 * Nuiqsut, Alaska 99789 * (907) 480-3010 Phone * (907) 480-3011 Fax
Nuiqsut Tribal Council
NTC

NATIVE VILLAGE OF NUIQSUT

PROPOSED CONSTITUTION

FINAL LANGUAGE

JUNE 18, 2001

CONSTITUTION OF THE NATIVE VILLAGE OF NUIQSUT

ATTACHMENT TO NATIVE VILLAGE OF NUIQSUT RESOLUTION 2001-01 RECOMMENDING THE APPROVAL OF A CONSTITUTION

CONSTITUTION OF THE NATIVE VILLAGE OF NUIQSUT

We, the Native tribe of Nuiqsut, situated at Nuiqsut, Alaska of the Native Village of Nuiqsut, in order to establish a more perfect tribal government, to preserve and exercise the Tribe's inherent sovereign rights and powers, to conserve and develop tribal land and resources pursuant to tribal law and custom and federal law, and to establish justice, make for ourselves this Constitution pursuant to the Act of June 18, 1934, 48 Stat. 987, 25 U.S.C. 476, as amended by the Act of May 1, 1936, 49 Stat. 1250, and the Act of November 1, 1998.

ARTICLE I
NAME

SECTION 1. Name. The name of this Tribe shall be the "Native Village of Nuiqsut," and may hereinafter be referred to as "Tribe" or "Native Village."

ARTICLE II
JURISDICTION

SECTION 1. The jurisdiction of the Native Village of Nuiqsut shall extend to all such Indian Country of the Native Village as may exist under federal law and shall extend to all such affairs as between members of the Native Village consistent with federal law, and shall extend to the protection of subsistence, hunting, gathering, fishing, cultural and religious activities of its members, all to the maximum extent consistent with federal law.

ARTICLE III
MEMBERSHIP

SECTION 1. Membership. All persons whose names appear on the official membership roll of the Tribe approved by the Village Council September 14, 1999, shall be members of the Tribe.

SECTION 2. Children of Members. Any biological child of a tribal member shall be eligible to be enrolled as a member of the Tribe pursuant to applicable tribal law. Any adopted child of a tribal member shall be eligible to be enrolled as a member of the Tribe if the child is of Alaska Native descent pursuant to applicable tribal law.

SECTION 3. Loss of Membership. Any tribal member may permanently relinquish his or her membership in writing. Membership may also be taken away for a good reason by the Village Council, pursuant to an enrollment ordinance adopted in accordance with the provisions of this Article.

SECTION 4. New Members. Any Native person who resides in the village of Nuiqsut, including any person who has forfeited or otherwise lost his or her membership in the Tribe, is eligible to be enrolled as a member of the Tribe pursuant to applicable tribal law.

SECTION 5. Dual Enrollment. Notwithstanding any other provision of the Constitution, no person who is enrolled in or recognized as a member of any other Indian tribe shall be eligible for membership in the Native Village of Nuiqsut unless he or she shall first have renounced membership in such other tribe, and unless satisfactory evidence first has been submitted that his or her name has been stricken from the roll of such other Tribe.

SECTION 6. Membership and Enrollment Rules. The Village Council shall adopt an ordinance establishing rules and procedures for membership and enrollment, consistent with the provisions of this Constitution.

ARTICLE IV
GOVERNING BODY

SECTION 1. Village Council and Officers. The governing body of the Tribe shall be known as the Native Village of Nuiqsut Village Council. The Village Council shall consist of seven (7) members, all of whom shall be entitled to vote. The seven council members shall be elected directly the voters. The seven council members shall be elected directly by the voters. The Village Council shall itself each year elect a President, a Vice-President, a Secretary, and a Treasurer from its members.

SECTION 2. Eligibility. Any enrolled member of the Tribe, twenty-one (21) years of age or older, shall be qualified to seek and hold membership on the Village Council, provided that he or she has been a village resident for at least twelve months directly preceding the election, and provided that he or she is fluent in both English and Inqpiaq. No person who has been convicted of a felony shall be eligible for membership on the Village Council .

SECTION 3. Terms. Village Council members shall be elected, by secret ballot, for terms of three years. The terms of the council members shall be staggered as follows: at the first general election following the adoption of this Constitution, the voters shall elect three council members for one-year terms; two council members for two-year terms; and two council members for three-year terms. Thereafter, at each annual general

election, the voters shall elect three council members or two council members as appropriate, for three-year terms. Each council member shall serve until his or her successor has been elected and seated.

SECTION 4. Council Meetings. The Village Council shall meet each month at a date and place to be fixed by the Village Council, and at such other times and places as may be designated by a majority of the Village Council. A quorum to transact business shall consist of at least four council members. To be effective, at least four council members must vote on the adoption of resolutions or ordinances. The Village Council shall keep complete and accurate records of all proceedings, including reports of actions taken at every meeting.

SECTION 5. Oath of Office. Before entering upon their official duties, all members of the Village Council and all other officers shall take and subscribe to the following oath and affirmation to be administered by a qualified officer:

> I, _____, do solemnly swear (or affirm) that I will support and defend the customs, laws and Constitution of the Native Village of Nuiqsut; that I will carry out faithfully and impartially the duties of my office as Village Council member best of my abilities; and that I will promote and protect the best interests of the Native Village of Nuiqsut, in accordance with its Constitution.

SECTION 6. Vacancies. Any office that has been vacated, whether by removal, recall, or forfeiture, shall be filled by appointment by the remaining Village Council at its next meeting and such appointee shall serve until the next general election. In the event the term of the vacated office will not expire at the next general election, the voters shall elect a successor to serve the balance of the term.

SECTION 7. Forfeiture. Any member of the Village Council who submits a written resignation, or is convicted of a felony while in office, or is absent from three successive monthly Village Council meetings without being excused for good cause by the Village Council, shall automatically forfeit his or her office.

SECTION 8. Removal. Any member of the Village Council found guilty by the Village Council of neglect of duty, gross misconduct in office, or any offense involving dishonesty may be removed from office by the Village Council by at least four (4) Village Council members voting by secret ballot, provided that such member shall first be given ten (10) days' notice in writing of the charges against him or her and be given an opportunity to answer such charges before the Village Council. No member of the Village Council shall preside over the meeting at which his or her removal is being considered. All questions of removal under this section shall be resolved by the Village Council and the decision of the Village Council shall be final.

SECTION 9. Recall. Any member of the Village Council may be recalled by the tribal voters if a valid petition requesting such recall and setting forth the reasons and signed by at least thirty percent (30%) of the enrolled members of voting age is presented to the Village Council . The Village Council shall, within thirty (30) days of receipt of such petition, call an election to consider the recall of the named official, such election to be conducted pursuant to an election ordinance. If a majority of the members vote in favor of the recall, the official shall be removed. No official may be subjected to recall proceedings more than once in the course of his or her term.

ARTICLE V
GENERAL MEMBERSHIP MEETINGS

A meeting of the general membership may be called at any time by the Village Council, provided: that the Village Council shall call such a meeting at least once a year. The Village Council shall adopt an ordinance establishing rules and procedures for general membership meetings. At such meetings, the general membership shall furnish its advice to the Village Council .

ARTICLE VI
ELECTIONS

SECTION 1. General Election. The Village Council shall set the first Tuesday of October of every year for regular elections in the village, and shall give at least thirty (30) days' notice of such election, posted in a public place.

SECTION 2. Voter Qualifications. Any member of the Tribe eighteen years of age or older shall have the right to vote in all tribal elections, provided that he or she is physically present in the village to cast his or her ballot.

SECTION 3. Election Ordinance. The Village Council shall adopt an ordinance establishing rules and procedures to govern all aspects of elections, and election protests.

ARTICLE VII
POWERS OF THE VILLAGE COUNCIL

SECTION 1. Powers. The Village Council shall exercise the powers by appropriate motion, resolutions or ordinance, subject to any limitations imposed by this

Constitution, the United States Constitution, or applicable laws of the United States. The Council's powers will include authority to:

(1) Negotiate with tribal, federal, state, foreign, and local governments and agencies, and others on behalf of the Tribe and to advise and consult with all federal and state agencies and governmental entities on all matters which may affect the Tribe.

(2) Promote and protect the health, education and general welfare of the members of the Tribe, and to administer charity and such other service as may contribute to the social, cultural, and economic development of the Tribe and its members.

(3) Levy taxes or license fees.

(4) Regulate the internal procedures of the Village Council .

(5) Encourage, guard and foster traditional cultural practices of the Kuukpikmiut Native people, including arts, crafts, religion, language and customs.

(6) Authorize or direct subordinate boards, committees, tribal officials or tribal employees to administer the affairs of the Tribe and to carry out the directives of the Village Council .

(7) Manage, lease, exchange, acquire, or otherwise deal with tribal property, and to protect and preserve tribal property and the wildlife and natural resources within those areas under the jurisdiction of the Tribe. The foregoing powers shall not include the power to sell, encumber or dispose of tribal lands or interests in lands, other than by leasing for less than twenty-five (25) years, except on the affirmative vote of a majority of the tribal members at a general membership meeting.

(8) Administer any funds within the control of the Tribe.

(9) Engage in tribal economic development enterprises for the benefit of tribal members.

(10) Provide for the maintenance of law and order and the administration of justice, including the establishment of appropriate Tribal Courts.

(11) Safeguard and promote the peace, safety, morals, physical and general welfare of the members of the Tribe.

(12) Employ legal counsel, provided that the exercise of this power shall be subject to the approval of the Secretary of the Interior, so long as required by Federal law.

(13) Prescribe the rules and procedures necessary to give effect to any provision of this Constitution.

(14) Form a federation or union with other tribes subject to approval by the tribal voters.

(15) Prevent the involuntary transfer, to a non-member, of any member's lands, interest in lands or other assets within the territory of the village except in accordance with a duly-enacted tribal ordinance.

SECTION 2. Powers Reserved to Membership. All rights and powers not delegated to the Village Council in this Constitution are reserved to the members and may be exercised by the members of the Tribe through the adoption of amendments to this Constitution except as otherwise provided in this Constitution.

SECTION 3. Initiative and Referendum. The members of the Tribe may propose and enact laws by initiative, and approve or reject enactments of the Village Council by referendum. An initiative may only propose laws that the Village Council is empowered to enact. An initiative or referendum may be proposed by filing a petition setting forth on the top of each page, the proposed law to be initiated or the ordinance to be referred, and carrying the signature, printed name, and address of no fewer than thirty (30%) percent of the tribal members of voting age. A referendum petition may only be filed within ninety (90) days of the enactment of the ordinance to which it is directed. The Village Council may propose a referendum to obtain the advice or opinion of the members on its own without a petition. The text (or a summary thereof) of the proposed law or action shall be placed on the ballot of the first special or general tribal election held more than sixty (60) days after the filing of the initiative or referendum petition or referendum proposed by the Village Council, provided that an election on such petition shall be held no more than one hundred twenty (120) days after its filing. If, prior to the election, the Village Council takes action to enact or repeal an ordinance substantially similar to the measure proposed, the petition shall be deemed void. An initiated law becomes effective thirty (30) days after certification of the results of an election at which a majority of the votes cast are in favor, and for two (2) years thereafter may be amended by the Village Council but not repealed. An ordinance repealed by referendum is void thirty (30) days after certification of the results of an election at which a majority of the votes are cast in favor of repeal. No initiative or petition may apply to the dedication of tribal revenues, to tribal appropriations, to the establishment of tribal judicial systems, to local or special legislation, or to the repeal of laws necessary for the immediate preservation of the public peace, health, or safety.

SECTION 4. Sovereign Immunity. Nothing in this constitution constitutes a waiver of the sovereign immunity of the Tribe. The sovereign immunity of the Tribe may only be waived by express resolution of the Village Council adopted on the affirmative vote of no fewer than five Village Council members. No resolution generally waiving the Tribe's sovereign immunity shall be valid. To be valid, a resolution waiving the Tribe's sovereign immunity must be specific and limited as to its duration, the grantee, the transaction, the court having jurisdiction and the law to be applied, and the property or funds of the Tribes subject to the waiver, if any. No resolution shall be deemed a general consent to the levy of any judgment, lien, or attachment upon the funds or property of the Tribe other than the funds or property specifically pledged, assigned, or otherwise expressly made subject to levy in the resolution.

SECTION 5. Annual Reports. The Village Council shall make an annual report, in writing, of its activities, including a budget report to the Tribe at the annual membership meeting.

SECTION 6. Actions of the Village Council. All ordinances, resolutions and motions shall be acted upon by the Village Council by a roll-call vote in public, and the vote of each member shall be recorded.

SECTION 7. Ordinance. An ordinance shall take effect only after being posted in a public place for thirty (30) days after its adoption by the Village Council . All enacted ordinances shall be made available for public inspection at the tribal office.

ARTICLE VIII
AMENDMENT OF THE CONSTITUTION

This Constitution may be amended by a majority vote of the qualified voters of the Tribe voting at an election called by the Secretary of the Interior or his or her authorized representative in which at least thirty percent (30%) of the qualified voters participate. The Secretary shall call such an election on a proposed Constitutional amendment at the request of five (5) of the seven (7) Village Council members or upon petition of thirty percent (30%) of the Tribe's members of voting age.

ARTICLE IX
BILL OF RIGHTS

SECTION 1. The Native Village shall not make or enforce any law prohibiting the free exercise of religion, or abridging the freedom of speech, or of the press, or the right of the people peaceably to assemble and to petition for a redress of grievances.

SECTION 2. The Native Village shall not violate the right of the people to be secure in their persons, houses, papers, and effects against unreasonable search and seizures, nor issue warrants, but upon probable cause, supported by oath or affirmation, and particularly describing the place to be searched and the person or thing to be seized.

SECTION 3. The Native Village shall not subject any person for the same offense twice.

SECTION 4. The Native Village shall not compel any person in any criminal case to be a witness against himself.

SECTION 5. The Native Village shall not take any private property for a public use without just compensation.

SECTION 6. The Native Village shall not deny to any person in a criminal proceeding the right to a speedy and public trial, to be informed of the nature and cause of the accusation, to be confronted with the witnesses against him, to have compulsory process for obtaining witnesses in his favor, and at his own expense to have the assistance of counsel for his defense.

SECTION 7. The Native Village shall not require excessive bail, impose excessive fines, inflict cruel and unusual punishments, and in no event impose for conviction of any one offense any penalty or punishment greater than imprisonment for a term of twelve (12) months, or a fine of Five Thousand Dollars ($5,000.00), or both.

SECTION 8. The Native Village shall not deny to any person within its jurisdiction the equal protection of its laws or deprive any person of liberty or property without due process of law.

SECTION 9. The Native Village shall not pass any bill of attainder or ex post facto law.

SECTION 10. The Native Village shall not deny any person accused of an offense punishable by imprisonment the right, upon request, to a trial by jury of not less than six (6) persons.

ARTICLE X
ADOPTION

This Constitution, when ratified by a majority vote of the qualified tribal voters of Native Village of Nuiqsut at an election called by the Secretary of the Interior or his or her authorized representative in which at least thirty percent (30%) of the qualified voters

participate, shall be submitted to the Secretary of the Interior for his approval and shall be effective from the date of his approval.

ARTICLE XI
SAVINGS AND SEVERABILITY

SECTION 1. All enactments and official acts of the Native Village promulgated or adopted prior to the effective date of this Constitution shall remain in full force and effect to the extent they are not inconsistent with any provision of the Constitution, and in the event of any conflict with this Constitution, the provisions of this Constitution shall control.

SECTION 2. The provisions of this Constitution are severable, and should any provision of the constitution be determined by a court of competent jurisdiction to be invalid, such determination shall not affect the validity of any other provision of this Constitution.

APPROVED by the members of the Native Village of Nuiqsut at an election duly called by the Secretary of the Department of Interior pursuant to 25 U.S.C. 477 held on the ___ day of _____, 2000, with ____ members voting for and ____ members voting against approval, and ___ members in abstention.

_____
Secretary

ATTEST

_____
President

NATIVE VILLAGE OF NUIQSUT
Resolution No. 2001-03
[Resolution Recommending the Approval of the Charter of Incorporation]

WHEREAS, on September 8, 2000, the Village Council authorized a Petition to the Secretary of the Interior for a Charter of Incorporation, to the Secretary of the Interior; and

WHEREAS, the Village Council has reviewed the attached charter document and found it acceptable, and

NOW, THEREFORE,

BE IT RESOLVED, that the attached Charter of Incorporation is recommended to the Tribal Members for adoption at an election to be held by the Secretary of the Department of the Interior.

This resolution was adopted at a duly convened meeting of the Village Council this 18 day of June, 2001, at which a quorum was present, 4 voting for said resolution, 0 voting against, and 0 abstaining.

NATIVE VILLAGE OF NUIQSUT:

By _____
Its: President

ATTEST:

_____
Secretary

FEDERAL CHARTER OF INCORPORATION
ISSUED BY THE UNITED STATES OF AMERICA
NATIVE VILLAGE OF NUIQSUT
FOR
NATIVE VILLAGE OF NUIQSUT CORPORATION
A FEDERALLY CHARTERED CORPORATION
RECITALS

WHEREAS the Congress of the United States enacted the Act of June 18, 1934 (48 Stat. 984), as amended, which in part authorizes the Secretary of the Interior to issue a Federal Corporate Charter to an Indian Tribe; and WHEREAS the Native Village of Nuiqsut is a federally recognized Indian tribe; and

WHEREAS on September 14, 2000, the governing body of the Native Village of Nuiqsut petitioned the Secretary of the Interior to issue a Federal Charter of Incorporation to the Native Village of Nuiqsut to establish a nonprofit business corporation as authorized by Section 17 of the Indian Reorganization Act, 25 U.S.C. §477, as amended; and

WHEREAS all of the legal prerequisites to the issuance of this Charter have been fulfilled;

NOW, THEREFORE, I,_____ Deputy Commissioner of Indian Affairs, by virtue of the power conferred upon the Secretary of the Interior by the said Act and delegated to me, do hereby issue this CHARTER OF INCORPORATION ("Charter") to the Native Village of Nuiqsut, State of Alaska, for the Native Village of Nuiqsut Corporation, ("Corporation") to be operative when ratified by the governing body of the Native Village of Nuiqsut.

ARTICLE I - NAME

The name of the Corporation is Native Village of Nuiqsut Corporation.

ARTICLE II - PRINCIPAL OFFICE AND REGISTERED OFFICE

A. Principal Office. The principal office of the Corporation shall be located within Nuiqsut, Alaska, Second Judicial District, State of Alaska. The Corporation may have such other offices, either within or without Nuiqsut, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

B. Registered Office. The registered office of the Corporation is required to be maintained in a state in which the Corporation transacts business and may be, but need not be,

identical with the principal place of business of the Corporation within that state. The registered office may be changed from time to time by the Board of Directors.

ARTICLE III - AUTHORITY FOR CHARTER

The Corporation is organized, incorporated and chartered under the laws of the United States as a federally chartered corporation under 25 U.S.C. §477, as amended, and shall have the powers, privileges and immunities granted by that statute embodied in this Charter.

ARTICLE IV - STATUS OF CORPORATION

A. The Corporation is a legal entity wholly owned by the Native Village of Nuiqsut, a federally recognized Indian tribe, but distinct and separate from the Tribe.

B. The Corporation shall have the same immunities under federal law as the Tribe. The Corporation shall retain the Tribes tax exemption status and shall enjoy any tax advantages available to this type of corporation.

ARTICLE V - OWNERSHIP OF CORPORATION

A. The total number of shares of common stock which the Corporation shall have authority to issue is 1,000,000 shares with no par value.

B. All shares in the Corporation shall be owned solely by the Native Village of Nuiqsut for the benefit of the Tribe and its recognized members. No individual or legal entity other than the Native Village of Nuiqsut shall acquire any shares in the Corporation.

C. The Tribe's shares in the Corporation shall not be sold, transferred, pledged or hypothecated, voluntarily or involuntarily, without the prior written consent of the Native Village of Nuiqsut Village Council and the approval of the Secretary of the Interior.

D. The Native Village of Nuiqsut Village Council shall serve as the Shareholder's representative, and all rights of the Shareholder shall be exercised by the Native Village of Nuiqsut Village Council, in accordance with this Charter and applicable tribal law.

ARTICLE VI - PERIOD OF DURATION

The period of the Corporation's duration is perpetual, or until this Charter is revoked by Act of Congress, pursuant to 25 U.S.C. §477, as amended.

ARTICLE VII - CORPORATE PURPOSES

The purposes for which the Corporation is organized are:

A. To purchase or otherwise acquire, hold, rent, lease, develop, manage, operate, encumber, improve, and exchange property, and contract to provide any legal activity or service.

B. To provide job opportunities which utilize the talents of the members.

C. To provide for the efficient and effective utilization of Tribal resources in a manner which protects the long-term interests of the Tribe and which provides benefits to the Tribe from the utilization of those resources.

D. To conduct business and engage in any lawful activity.

ARTICLE VIII - CORPORATE POWERS

The Corporation is authorized:

A. To engage in any lawful business permitted to a corporation organized under 25 U.S.C. §477, as amended.

B. To have a corporate seal which may be altered at the discretion of the Board of Directors.

C. To buy, sell, lease and otherwise acquire and maintain buildings, offices, shops and other appurtenances proper and necessary for the carrying on of said business.

D. To carry on its business either within or without the State of Alaska, as permitted by law and pursuant to its annual business plan approved by the Shareholders representative.

E. Upon prior approval by the shareholder to guarantee, purchase, hold, assign, mortgage, pledge or otherwise dispose of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation or organization that is in existence under the laws of the United States, any state, Indian tribe, nation, government or country, and to exercise all the rights, privileges and powers of ownership.

F. To enter into and make contracts of every kind and nature with any person, firm, association, corporation, municipality, nation, Indian tribe, state or body politic, without the approval of the Native Village of Nuiqsut or the Secretary of the Interior, except when the use of trust or

federally-restricted Indian property requires such approval.

G. To purchase, take by gift or bequest, acquire, own, lease, manage, operate, deal in and dispose of real and personal property of all kinds and descriptions, wherever situated.

H. Subject to the limitations imposed by Article IX of this Charter, to incur debts and raise, borrow and secure the payment of any money in any lawful manner, including the issue and sale or other disposal of stocks, bonds, indentures, obligations, negotiable and transferrable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise, without the approval of the Native Village of Nuiqsut or the Secretary of the Interior, except when the use of trust or federally-restricted Indian property requires such approval.

I. To apply for, obtain, register, purchase, lease or otherwise acquire, own, hold, use, operate and introduce, and to sell, assign or otherwise dispose of any trademark, trade name, patent, invention, improvements and processes used in connection with or secured under letters patent, and to use, exercise, develop, grant and give licenses in respect thereto.

J. To apply for, purchase or acquire by assignment, transfer or otherwise, and to exercise, carry out and enjoy any license, power, authority, franchise, concession, right or privilege which any government or authority or any corporation or other public body may be empowered to enact, make, or grant, and, subject to the limitations imposed by Article IX of this Charter, to pay for and to appropriate any of the Corporation's assets to defray the necessary costs, charges and expenses thereof.

K. To sue and be sued in its Corporate name to the extent provided in Article XVI of this Charter.

L. To employ or appoint employees and agents of the Corporation and define their duties and fix their compensation consistent with Article XII of this Charter.

M. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.

N. To sell, convey, mortgage (including leasehold mortgages), pledge, lease, exchange, transfer or otherwise dispose of all or any part of its corporate property or assets to the extent permitted by Article IX(F) of this Charter.

O. To adopt bylaws for the regulation of the internal affairs of the Corporation consistent with this Charter and the laws and regulations of the Native Village of Nuiqsut provided that such bylaws and any amendments are approved by the Native Village of Nuiqsut Village Council. Copies of the organizational documents shall be provided to the Shareholder's

representative.

P. To obtain a certificate of authority to transact business in the State of Alaska or any other state as a foreign corporation, and to comply with applicable state law governing foreign corporations.

Q. To have and exercise all lawful powers incidental, necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

ARTICLE IX - LIMITATIONS ON CORPORATE POWERS

The Corporation shall have no power:

A. To expressly or by implication enter into any agreement of any kind on behalf of the Native Village of Nuiqsut.

B. To pledge the credit of the Native Village of Nuiqsut.

C. To dispose of, pledge, or otherwise encumber real or personal property of the Native Village of Nuiqsut, except that the Corporation shall have the power to encumber real property pursuant to the terms of written lease agreement(s) between the Native Village of Nuiqsut and the Corporation.

D. To waive any right, privilege or immunity of, or release any obligation owed to, the Native Village of Nuiqsut.

E. To enter into any sublease or other encumbrance or instrument respecting lands leased to the Corporation by the Native Village of Nuiqsut without the express written approval of the Native Village of Nuiqsut Village Council. Such approval may be reflected in the written lease agreement(s) between the Native Village of Nuiqsut and the Corporation.

F. To sell or otherwise dispose of all or substantially all of the Corporation's assets, other than in the usual and regular course of its business, without the prior written consent of the Native Village of Nuiqsut Village Council. Prior to any such proposed sale or disposition, the Corporation shall give reasonable notice to the Native Village of Nuiqsut Village Council. The Shareholder's consent to any such proposed sale or disposition shall be in the form of a resolution of the Native Village of Nuiqsut Village Council, duly adopted in accordance with applicable tribal law.

ARTICLE X - SHAREHOLDER ACTION

A. Regular Meetings. Regular meetings of the Shareholder shall be held annually, as scheduled by the Corporation but no later than the 30th day of July of each year for the purpose of electing Directors, approving the Corporation's annual business plan and budget, and transacting any business that may come before said meeting. If the election of Directors shall not be held on the date scheduled for any regular meeting of the Shareholder, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Shareholder as soon thereafter as is convenient.

B. Special Meetings. Special meetings of the Shareholder, for any purpose or purposes, unless otherwise proscribed by applicable law, may be called by the Native Village of Nuiqsut Village Council or a majority of the Directors. Special meetings shall require written notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called. Such notice shall be delivered not less than five (5) days before the date of the meeting, either personally or by mail, to each of the Directors of the Corporation and to the Chairman of the Village Council of the Native Village of Nuiqsut. This notice requirement may be waived at any time by individual Council members and Directors who do not receive such notice. Any business in addition to that specified in the notice of the meeting may be transacted at any special meeting of the Shareholder.

C. Meeting Procedures. At all meetings of the Shareholder, whether a regular meeting or a special meeting, the Native Village of Nuiqsut Village Council shall sit in its capacity as the sole shareholder of the Corporation, and not in its governmental capacity as the governing body of the Tribe. Matters within the scope and legal authority of the Shareholder under this Charter shall only be discussed and decided by the Native Village of Nuiqsut Village Council when sitting as the Shareholder's representatives at a Shareholder meeting duly called as provided in this Charter. On any issue or question presented to the Shareholder, a vote shall be taken of those members of the Native Village of Nuiqsut Village Council present. All meetings and votes of the Shareholder shall be conducted consistent with the procedures applicable to the Native Village of Nuiqsut Village Council meetings, except that notice of special meetings shall also be consistent with paragraph B of this Article X.

ARTICLE XI - BOARD OF DIRECTORS

A. Management Authority. The business affairs of the Corporation shall be managed exclusively by its Board of Directors. The Native Village of Nuiqsut shall have no authority to direct the business affairs of the Corporation, except through its status as the sole shareholder of the Corporation and as provided in this Charter.

B. Number and Positions. The Board shall consist of five (5) members elected by the Native Village of Nuiqsut Village Council, but the number of Directors may thereafter be increased or decreased at any time by a duly adopted resolution of the Shareholder. The Board shall elect a Chairperson, Vice-Chairperson, Treasurer and Secretary. The Chairperson and Vice-Chairperson must be members of the Board, but the Treasurer and Secretary may be members of the staff of the Corporation. The Treasurer shall serve as Treasurer of both the Corporation and the Board of Directors. The Secretary shall serve as the Secretary of both the Corporation and the Board of Directors. No two persons may hold more than one Board position except that the same person may be Secretary and Vice-Chair or Secretary and Treasurer provided that only a Director may be Vice-Chair. The Chairperson shall preside at Board meetings. The Vice-Chairperson shall assume the duties of the Chairperson in the absence of the Chairperson. The Native Village of Nuiqsut Village Council may appoint one or more of its members as non-voting, ex-officio members of the Board.

C. How Elected. Elections shall be held at the regular meetings of the Village Council acting as representative of the owner. Nominations for each open position shall be made and seconded by Council members until nominations cease. The Council shall elect a person to fill each open position from the list of seconded nominations for that position. The Council may choose to vote by voice vote or by written ballot. The person receiving the highest number of votes for each position shall fill that position.

D. Term of Office. The Directors shall be elected for terms of three (3) years each, and shall serve until a successor has been seated. When a term is completed, a vacancy shall occur. When electing Directors to increase the number of Directors or to fill a vacancy, the Shareholder may lengthen or shorten the term of office of any Director then being elected in order to achieve staggered terms of office. A Director may serve any number of consecutive three-year terms for which he or she is elected.

E. Initial Board of Directors. The Initial Board of Directors of the Corporation shall be determined by the Native Village of Nuiqsut Village Council to serve staggered terms at the time this Charter is ratified by the Council.

F. Qualifications of Directors.

1. Each Director shall possess the level of business experience and expertise determined by the Native Village of Nuiqsut Village Council as representatives of the Shareholder to be necessary to carry out the duties of a Director and to contribute to the ability of the Corporation to achieve the purposes for which this Charter is issued.

2. No person who has been convicted of a felony within the last ten (10) years shall sit on the Board. A felony is a crime punishable by at least one (1) year in jail, regardless of whether

the person actually served a full year in jail.

3. No person who has ever been convicted of any crime involving theft or conversion of money or property shall sit on the Board.

4. No employee of the Corporation or of the Bureau of Indian Affairs shall be eligible to serve as a Director during the time of such employment.

5. No more than one-half (1/2) of the Directors may serve concurrently on the Board of Directors of the Corporation and on any other board of a corporation or enterprise of which the Native Village of Nuiqsut is a majority shareholder or owner.

6. No more than two (2) members of the Native Village of Nuiqsut Village Council are eligible to serve as a Director of the Corporation at any one time, except for ex-officio Directors as stated in Article XI(B).

7. No more than one (1) member of the Board may be a non-member of the Tribe.

G. Duties of Directors. The Board of Directors shall manage the general affairs and business of the Corporation. The Directors shall in all cases act as a Board, regularly convened, by a majority vote, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with this Charter, the bylaws of the Corporation and applicable tribal or federal law. A Director shall perform the duties of a Director in good faith, in a manner the Director believes to be in or not opposed to the best interests of the Corporation and the shareholder, and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties a Director shall be entitled to rely on factual information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

2. legal counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or

3. a committee of the board upon which the Director does not serve, duly designated in accordance with a provision of the bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence, but the Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

H. Conflicts of Interest.

1. No sitting Board member shall engage in any activity that is, or creates the appearance of, a conflict of interest. A conflict of interest occurs when circumstances create a possibility that a Board member's duty of undivided loyalty to the Corporation might be compromised. Should a conflict of interest develop for a Director, he or she shall state the conflict in writing to the Chairperson of the Board, with a copy to the Shareholders representative. If the conflict cannot be avoided to the satisfaction of the majority of the entire board with only the disinterested directors voting, the Director shall immediately resign. In the event of a potential conflict of interest, a Director shall recuse himself or herself from any vote involving the potential conflict of interest.

2. No member of the Board of Directors of the Corporation, and no husband, wife, parent, child, or sibling of a Board member, shall be a signatory to or beneficiary of any contract or agreement with the Corporation except after full disclosure and approval of a majority of the entire board with only the disinterested directors voting.

3. No member of the Board of Directors of the Corporation shall have any financial interest in any business entity that is a signatory to or beneficiary of any contract or agreement with the Corporation except after full disclosure and approval of a majority of the entire board with only the disinterested directors voting.

4. No member of the Board of Directors shall act as an agent of the Corporation without having authority to do so expressly granted to the Board member by a Resolution of the Board.

5. No two persons who are married to each other, parent and child, in-laws, or siblings may sit on the Board at the same time.

I. Directors' Meetings. Regular meetings of the Board of Directors shall be held immediately following the first regular meeting of the Shareholder to elect officers of the Board and the Corporation. Special meetings of the Board of Directors may be called by the Chairperson of the Board at any time, and shall be called by the Chairperson or the Secretary upon the request of the Native Village of Nuiqsut Village Council or of two Directors.

J. Notice of Meetings. Notice of meetings, other than the regular semiannual meetings, shall require written notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called. Such notice shall be delivered not less than five (5) days before the date of the meeting, either personally or by mail, to each of the Directors. No business other than that specified in such notice shall be transacted at any special meeting. This notice requirement may be waived at any time by individual Directors who do not receive such notice. At

any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

K. Quorum. At a meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting from time to time without further notice. Ex-officio members of the Board shall not be counted in reaching a quorum of the Board.

L. Voting. At a meeting of the Board of Directors, each Director has one vote. Ex-officio members of the Board may not vote. A majority of a quorum of the Board of Directors carries any issue except as provided in Article XI (H).

M. Meeting Options. Except as otherwise restricted by the bylaws of the Corporation, members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or committee by means of a conference telephone call or similar communications equipment by which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. Except as otherwise restricted in the bylaws of the Corporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, and the consent shall have the same effect as a unanimous vote.

N. Resignation and Removal of Directors.

1. Any Director may resign at any time by giving written notice to the Board Chair, and such resignation shall be effective on the date specified in the notice.

2. Any one or more of the Directors may be removed with or without cause at any time by the Village Council acting as the representative of the owner. In addition, any one or more of the Directors may be removed for cause at any time by the unanimous vote of the remaining Directors, at a special meeting called for that purpose or at a regular meeting. Cause for removal shall consist of malfeasance, misfeasance or non-feasance of office, gross neglect of duty, misconduct reflecting on the dignity and integrity of the Corporation, or an irresolvable conflict of interest. In addition, any Director who is absent from three (3) consecutive meetings of the Board, whether such meetings be regular meetings, special meetings, or a combination thereof, shall be automatically removed.

3. The Director shall be informed in writing of the specific grounds for removal and shall be given a reasonable opportunity to respond in person or through counsel before a decision to remove is made.

4. Any decision by the Board to remove a Director may be appealed to the Village Council acting as the representative of the owner. The owner's decision concerning removal shall be final, and shall not be subject to any further appeal or review.

O. Vacancies. Whenever any vacancy shall occur in the Board of Directors by death, resignation, removal or otherwise, the same shall be filled without undue delay by the Shareholder at a special meeting of the Shareholder's representative which shall be called for that purpose. Such election shall be held within sixty (60) days after the occurrence of such vacancy. The person so chosen shall hold office until the next regular meeting or until a successor shall have been chosen at a special meeting of the Shareholder.

P. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless such dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Q. Liability of Directors. A Director shall not be personally liable to the Corporation or its Shareholder for monetary damages for breach of fiduciary duty as a Director unless:

1. the Director has breached or failed to perform the duties of the Director's office as provided in paragraph G of this Article XI, and

2. the breach or failure to perform constitutes willful misconduct or recklessness.

R. Council Member/Tribal Employee Directors. The Native Village of Nuiqsut Village Council members or the Native Village of Nuiqsut Tribal employees serving as Directors shall not be deemed to be acting within the scope of their duties as Council members or tribal employees or acting in any other capacity while acting on behalf of the Corporation or under color of office of the Corporation.

S. Compensation. The Directors shall receive such compensation and expense reimbursement as is reasonable, prudent, and consistent with the Corporation's budget.

ARTICLE XII - OFFICERS AND STAFF

A. Officer Positions. The officers of the Corporation shall be the Chairperson, Vice-Chairperson, Treasurer and Secretary elected pursuant to paragraph B of Article XI of this

Charter.

B. Staff Positions and Duties. The staff position(s), job description(s), duties, and powers of the staff of the Corporation shall be provided in the Corporations bylaws and/or the business plans. Staff positions shall not be created and staff shall not be directed to perform work that unnecessarily duplicates the duties of employees of the tribal government or the Board of Directors or otherwise imprudently expends the Corporations financial resources. The Corporation shall limit staff positions to part-time employees to the extent possible and consistent with the best interests of the Tribe.

C. Staff Compensation. The staff shall receive such compensation and expense reimbursement as is reasonable, prudent, and consistent with the Corporations budgets and budgets for the construction and operation of justice program and facilities pursuant to this Charter. Staff compensation and expense reimbursement shall be subject to written policies and procedures drafted by the Board of Directors and approved by the Shareholders representative. The Board shall disclose to the Shareholders representative each Staff members compensation and reimbursements.

D. Council Member/Tribal Employee Officers and Staff. The Native Village of Nuiqsut Village Council members or the Native Village of Nuiqsut Tribal employees serving as officers or staff of the Corporation shall not be deemed to be acting within the scope of their duties as Council members or tribal employees or acting in any other capacity while acting on behalf of the Corporation or under color of office of the Corporation.

ARTICLE XIII - INDEMNIFICATION

A. The Corporation shall indemnify any current or former Director, officer or employee against reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being, or having been, such Director, officer or employee of the Corporation, and the reasonable costs of settlement of any such action or proceeding, if a majority of Board members not seeking indemnification or otherwise involved in the controversy shall determine in good faith:

1. That such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent; and

2. That any legal fees paid or any settlements made are reasonable; and

3. That the person seeking indemnification did not act beyond the scope of his or her employment or office; and

4. That it is in the best interests of the Corporation that indemnification be made.

B. If the Board is unable to act on a request for indemnification due to lack of a disinterested quorum, the decision whether to indemnify shall be submitted to the Shareholder.

ARTICLE XIV - STOCK DIVIDENDS

A. The Corporation shall pay no stock dividends and shall reinvest any and all surplus funds in the construction, maintenance and operation of the justice facilities and programs which it operates and manages.

ARTICLE XV - REPORTS TO SHAREHOLDER

A. The Corporation shall maintain its financial records in conformity with generally accepted accounting principles.

B. The Board of Directors of the Corporation shall, no less frequently than on a quarterly basis, report in writing to the Shareholder on the financial and operating condition of the Corporation, including the assets and liabilities of the Corporation and the official actions of the Corporation's directors, officers, and employees. The content of the report shall be determined jointly by the Board Chair and the Chairman of the Village Council. It shall be the responsibility of the Board Chair to submit each such written report to the Village Council at least ten (10) days before the respective scheduled Village Council meeting.

C. The financial and operating records of the Corporation shall at all reasonable times be open to inspection by the Shareholders representative.

D. The Corporation shall, within 120 days following the close of the Corporation's fiscal year, submit to the Shareholders representative an audited financial statement showing the status of the Corporation as of the last day of the Corporation's fiscal year.

ARTICLE XVI - CLAIMS AGAINST THE CORPORATION

A. The Corporation is an instrumentality of the Native Village of Nuiqsut and is entitled to all of the privileges and immunities of the Tribe, except at provided in this Article XVI..

B. The Corporation is authorized to waive, as provided in this Article XVI, any defense of sovereign immunity from suit that the Corporation, its directors, officers, employees or

agents may otherwise enjoy under applicable federal, state or tribal law, arising from any particular agreement, matter or transaction as may be entered into to further the purposes of the Corporation, to consent to suit in state and/or federal court, and to consent to alternative dispute resolution mechanisms such as arbitration or mediation.

C. The Corporation is authorized to waive, as provided in this Article XVI, any defense the Corporation, its directors, officers, employees or agents may otherwise assert that federal, state or tribal law requires exhaustion of tribal court remedies prior to suit against the Corporation in a state or federal court otherwise having jurisdiction over the subject matter and the parties.

D. Any waiver by the Corporation authorized by paragraph B or C of this Article XVI shall be in the form of a resolution duly adopted by the Board of Directors, a copy of which resolution shall be mailed to the Shareholder's representative but the resolution shall not require the approval of the Native Village of Nuiqsut or the Secretary of the Interior. The resolution shall identify the party or parties for whose benefit the waiver is granted, the transaction or transactions and the claims or classes of claim for which the waiver is granted, the property of the Corporation which may be subject to execution to satisfy any judgment which may entered in the claim, and shall identify the court or courts in which suit against the Corporation may be brought. Any waiver shall be limited to claims arising from the acts or omissions of the Corporation, its directors, officers, employees or agents, and shall be construed only to affect the property and income of the Corporation.

E. Nothing in this Charter, and no waiver of the Corporation's sovereign immunity pursuant to this Article shall be construed as a waiver of the sovereign immunity of the Native Village of Nuiqsut or any other instrumentality of the Native Village of Nuiqsut, and no such waiver by the Corporation shall create any liability on the part of the Native Village of Nuiqsut or any other instrumentality of the Native Village of Nuiqsut for the debts and obligations of the Corporation, or shall be construed as a consent to the encumbrance or attachment of any property of the Native Village of Nuiqsut or any other instrumentality of the Native Village of Nuiqsut based on any action, adjudication or other determination of liability of any nature incurred by the Corporation.

ARTICLE XVII - SEAL

The seal of the Corporation shall be as follows:

ARTICLE XVIII - SUSPENSION OF BUSINESS; DISSOLUTION

A. After issuance of this Charter by the Secretary of the Interior and ratification by

the Native Village of Nuiqsut Village Council, the business of the Corporation may be suspended or the Corporation dissolved only as provided in this Article.

B. The business of the Corporation may be suspended and/or the Corporation dissolved as follows:

1. The Board of Directors shall adopt a resolution recommending that the business of the Corporation be suspended and/or the Corporation dissolved and directing that the question of suspension and dissolution be submitted to a vote of the Shareholder's representative at a meeting of the Shareholder, which may be either a regular or special meeting.

2. Written notice shall be given to the Shareholder in the manner provided in this Charter for giving notice of meetings of the Shareholder, and shall state that the purpose, or one of the purposes, of the meeting is to consider the advisability of the action proposed.

3. At the Shareholder meeting, a vote shall be taken on resolutions to approve or disapprove the action proposed.

4. Upon adoption of the resolution to suspend business and/or to dissolve, a statement of intent to suspend business and/or dissolve shall be executed by the Corporation by its President or Vice-President and by its Secretary and verified by one of the officers signing the statement, and shall be delivered to the Secretary of the Interior.

5. Upon filing with the Secretary of the Interior of the statement of intent to suspend business and/or dissolve, the Corporation shall cease to carry on its business, except insofar as necessary for the winding up thereof, but its corporate existence shall continue until this Charter is revoked by act of Congress in accordance with 25 U.S.C. §477, as amended.

6. After filing the statement of intent to suspend business, the Corporation shall follow the procedures provided in the bylaws.

7. After filing the statement of intent to dissolve, the Corporation shall immediately cause notice thereof to be mailed to each known creditor of the Corporation; shall proceed to collect its assets, convey and dispose of such of its properties as are not to be distributed in kind to its Shareholder, pay, satisfy and discharge its liabilities and obligations and do all other acts required to liquidate its business and affairs, and, after paying or adequately providing for the payment of all its obligations, distribute the remainder of its assets, either in cash or in kind, to its Shareholder.

8. By resolution of the Board of Directors or by resolution adopted by the Native Village of Nuiqsut Village Council at any time prior to revocation of this Charter by act of Congress, the Corporation may revoke voluntary dissolution proceedings. Written notice of the revocation shall

be filed with the Secretary of the Interior. Upon filing the notice of revocation of voluntary dissolution proceedings, the revocation shall be effective and the Corporation may again carry on its business.

9. If voluntary dissolution proceedings have not been revoked, when all debts, liabilities and obligations of the Corporation have been paid and discharged, or adequate provision has been made therefor, and all of the remaining property and assets of the Corporation have been distributed to the Shareholder, the Native Village of Nuiqsut and the Secretary of the Interior shall take all actions necessary to obtain an act of Congress revoking this Charter and dissolving the Corporation.

ARTICLE XIX - AMENDMENTS

A. The authority to petition for amendments to this Charter is vested in the Native Village of Nuiqsut Village Council, but such amendments shall have no legal effect until approved by the Secretary of the Interior and ratified by the Native Village of Nuiqsut Village Council in accordance with 25 U.S.C. §477, as amended, and in accordance with applicable tribal law.

B. The Board of Directors may request the Native Village of Nuiqsut Village Council to petition the Secretary of the Interior for amendments to this Charter, but the final decision on submitting any such petition shall be made by the Native Village of Nuiqsut Village Council.

ARTICLE XX - CERTIFICATE OF APPROVAL

I,_____ Deputy Commissioner of Indian Affairs, by virtue of the authority granted to the Secretary of the Interior by the Act of June 18, 1934 (48 Stat. 984, 25 U.S.C. °477), as amended, and delegated to me hereby approve this Federal Corporate Charter for use by the Native Village of Nuiqsut and the Native Village of Nuiqsut CORPORATION. This Charter shall become effective upon ratification by the Native Village of Nuiqsut Village Council, PROVIDED, That nothing in this approval shall be construed as authorizing any action under this document that would be contrary to federal law.

Deputy Commissioner of Indian Affairs
Washington, D.C.

_____
Signature

Date: _____

CERTIFICATE OF RESULTS OF ELECTIONS

Pursuant to a Secretarial election authorized by the Deputy Commissioner of Indian Affairs on _____, a Federal Corporate Charter of the Native Village of Nuiqsut was submitted to the qualified voters of the Native Village of Nuiqsut's, community and on _____, was duly adopted/rejected by a vote of _____ for, and _____ against, and _____ cast ballots found spoiled or mutilated, in an election in which at least thirty percent (30%) of the _____ entitled to vote, cast their ballots in accordance with Section 17 of the Indian Reorganization Act of June 18, 1934 (48 Stat. 984), as amended.

_____
Chairman, Election Board

Election Board Member

Election Board Member

Date: _____

NATIVE VILLAGE OF NUIQSUT
Resolution No. 2001-03
[Resolution Recommending the Approval of the Charter of Incorporation]

WHEREAS, on September 8, 2000, the Village Council authorized a Petition to the Secretary of the Interior for a Charter of Incorporation, to the Secretary of the Interior; and

WHEREAS, the Village Council has reviewed the attached charter document and found it acceptable, and

NOW, THEREFORE,

BE IT RESOLVED, that the attached Charter of Incorporation is recommended to the Tribal Members for adoption at an election to be held by the Secretary of the Department of the Interior.

This resolution was adopted at a duly convened meeting of the Village Council this ___ day of _____, 2001, at which a quorum was present, ____ voting for said resolution, _____ voting against, and _____ abstaining.

NATIVE VILLAGE OF NUIQSUT:

By_____
Its: President

ATTEST:

_____
Secretary

CHARTER OF INCORPORATIONON

ATTACHMENT TO NATIVE VILLAGE OF NUIQSUT RESOLUTION 2001-03 RECOMMENDING THE APPROVAL OF A FEDERAL CHARTER OF INCORPORATION

NATIVE VILLAGE OF NUIQSUT
Resolution No. 2001-01
[Resolution Approving Amendments to Tribal Constitution and Endorsing Final Language]

WHEREAS, the Native Village of Nuiqsut on September 8, 2000 submitted to the Secretary of Interior the following documents:

1. Letter to the Secretary of the Interior requesting that a Secretarial election be held for the Native Village of Nuiqsut.

2. Native Village of Nuiqsut Resolution No. 2000-1 approving a new tribal constitution and recommending it to the members of the Native Village for adoption at an election called by the Secretary of the Interior.

3. Native Village of Nuiqsut Resolution No. 2000-2 approving tribal bylaws and recommending them to the members of the Native Village for adoption at an election called by the Secretary of the Interior.

4. Native Village of Nuiqsut Petition for a Charter of Incorporation.

5. Constitution of the Native Village of Nuiqsut.

6. Native Village of Nuiqsut Village Council Bylaws.

7. Native Village of Nuiqsut Resolution No. 2000-3 resolving to petition the Secretary of the Department of the Interior for a Charter of Incorporation.

WHEREAS, the Native Village of Nuiqsut has received comments from the Department of the Interior, suggesting certain minor revisions to the Constitution; and

WHEREAS, the Native Village of Nuiqsut finds these changes to be acceptable; and

NOW, THEREFORE,

BE IT RESOLVED, that the Native Village of Nuiqsut approves those revisions suggested by the Department of the Interior, and

BE IT FURTHER RESOLVED, that the attached Constitution represents the final draft that the Native Village of Nuiqsut Village Council recommends to the members of the Native Village for approval and a vote to be conducted by the Secretary of the Interior.

This resolution was adopted at a duly convened meeting of the Village Council this ___ day of _____, 2001, at which a quorum was present, _____ voting for said resolution, _____ voting against, and _____ abstaining.

NATIVE VILLAGE OF NUIQSUT:

By_____
Its: President

ATTEST:

_____
Secretary

NATIVE VILLAGE OF NUIQSUT
TRIBAL COUNCIL
BYLAWS

ARTICLE I

Each member of the Native Village of Nuiqsut Tribal Council and each Officer elected or appointed hereunder shall take an oath of office as stated in the Constitution prior to assuming the duties thereof; by which oath he/she shall pledge to support and defend the Constitution of the United States and this constitution and bylaws.

(Oath): I, _____, do solemnly swear that I will faithfully support the Constitution of the United States and the Constitution and Bylaws of the Native Village of Nuiqsut, and that in all measure which may come before me I will conduct myself so as to advance the interests and property of the Native Village of Nuiqsut.

ARTICLE II

It shall be the duty of the President of the Tribal Council to preside at all meetings of the Tribal Council and to carry out all orders of the Tribal Council. The President of the Tribal Council shall also preside at the general membership meetings. The President shall also be the chief executive officer of the Native Village of Nuiqsut Tribal Council.

ARTICLE III

The Vice President shall discharge the duties of the office of the President of the Tribal Council in the absence or disability of the President of the Tribal Council, or when called upon by the President to do so.

ARTICLE IV

The Secretary shall keep a full report of all proceedings of each regular and special meeting of the Tribal Council and shall perform such other duties of like nature as the Tribal Council shall from time to time by resolution provide. He/She shall transmit copies of the minutes of each meeting to the Tribal Council prior to the meetings. The Secretary shall also attend to the correspondence of the Tribal Council under the direction of the President of the Tribal Council. He/She shall at all times maintain an accurate record of the membership of the Native Village of Nuiqsut.

ARTICLE V

The Treasurer of the Tribal Council shall be the custodian of all monies which come under the jurisdiction or into control of the Native Village of Nuiqsut Tribal Council. He shall pay out money in accordance with the orders and resolutions of the Tribal Council. He shall keep account of all receipts and disbursements and shall report the same to the Tribal Council at each regular meeting. He shall be bonded in such an amount as the Tribal Council may by resolution _____.

The books of the Treasurer shall be subject to audit or inspection at the direction of the Tribal Council. Until the Treasurer is bonded, the Tribal Council may make such provision for the custody and disbursements of funds as shall guarantee their safety and proper disbursements and use.

ARTICLE VI

The subordinate efforts or members of other committees appointed by the Tribal Council shall perform such duties as the Tribal Council by resolution shall from time to time provide.

ARTICLE VII

The order of business at any regular or special meeting of the Tribal Council shall be as follows:

1. Call to Order
2. Invocation
3. Roll Call
4. Reading of Minutes of Previous Meeting
5. Reports of Committees
6. Reports of Tribal Council Treasurer
7. Unfinished Business
8. New Business
9. Adjournment

ARTICLE VIII

These bylaws, when ratified by a majority vote of the qualified voters of the members of the Native Village of Nuiqsut voting at a special election called by the Tribal

Council, provided that at least thirty percent (30%) of those entitled to vote shall vote in such election, shall be approved and will be effective from the date of election.

ARTICLE IX

These bylaws shall be amended by the majority vote of the Tribal Council during regular or special meetings called by the President of the Tribal Council or by two (2) members of the Tribal Council called for that purpose.

APPROVED BY THE MEMBERS OF THE NATIVE VILLAGE OF NUIQSUT BY MAJORITY VOTE ON THE _____ DAY OF _____, 2001.

_____
President

ATTEST:

_____
Secretary